

TRANSMITTAL LETTER

P99000080327

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: LYNDELL By the Sea, INC
(Proposed corporate name - must include suffix)

700002978037--9
-09/03/99--01022--014
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

99 SEP - 3 PM 12: 17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: RALPH GORDEN
Name (Printed or typed)

107 KAPALUA DR.
Address

PAVANA City Beach, FL 32408
City, State & Zip

850-236-5952
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

ARTICLE I

NAME

The name of this corporation shall be:

Lyndell By The Sea, Inc.

ARTICLE II

PURPOSES

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, fraternal benefit society, state fair or exposition.

In addition the Corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the state of Florida or any other state of government, and while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock;

(5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

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TALLAHASSEE, FLORIDA

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ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock of no par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same class or series as that which is already issued shall have the right to purchase a prorata share thereof at the price at which it is offered to others.

ARTICLE V

This corporation is to exist perpetually, commencing on the date of the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VI

The mailing and street address of the principal office of this corporation is 107 Kapalua Drive, Panama City Beach, Florida 32408. The corporation has designated as its registered Agent, Ralph E. Gordon, 107 Kapalua Drive, Panama City Beach, Fl 32408.

ARTICLE VII

This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders, but shall never be less than one (1) or more than five (5). The names and addresses of the initial director(s) of this Corporation:

NAME	ADDRESS
Ralph E. Gordon	107 Kapalua Drive Panama City Beach, Fl 32408

ARTICLE VIII

The name and address of each Incorporator of this Corporation and the number of shares of stock each agrees to take are:

NAME	ADDRESS	SHARES
Ralph E. Gordon	107 Kapalua Drive Panama City Beach Fl 32408	100

Ralph E. Gordon
Ralph E. Gordon

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

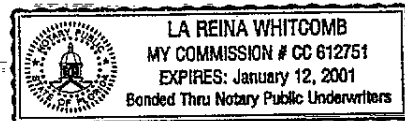
Ralph E. Gordon
Signature/Registered agent

9-1-99
Date

Bay County, Florida

Commission # _____

La Reina Whitcomb
NOTARY PUBLIC



Notary Public, State of Florida at large
My commission expires _____

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TALLAHASSEE, FLORIDA